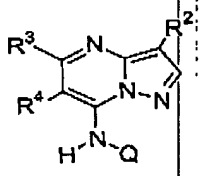
Amendments to the Claims

The listing of claims will replace all prior versions and listing of claims in the application:

Listing of Claims:

Claim 1 (currently amended): A compound represented by the structural formula:



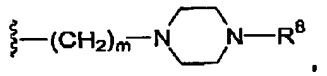
Formula III

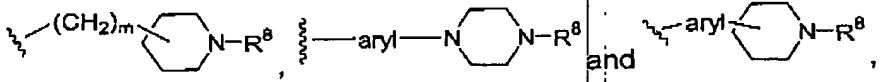
or a pharmaceutically acceptable salt thereof,

wherein:

Q is selected from the group consisting of $-S(O_2)NR^6R^7-$, $-C(O)NR^6R^7-$ and $-C(O)OR^7-$;

R^2 is selected from the group consisting of R^9, alkyl, alkynyl, alkynylalkyl, cycloalkyl, $-CF_3$, $-C(O_2)R^6$, aryl, arylalkyl, heteroarylalkyl, heterocyclyl, alkyl substituted with 1-6 R^9 groups which can be the same or different and are independently selected from the list of R^9 shown later below,

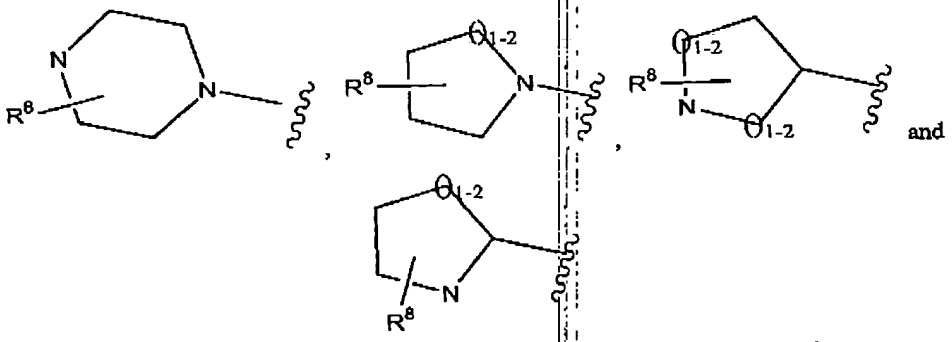




and

wherein the aryl in the above-noted definitions for R^2 can be unsubstituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, CN, $-OR^5$, SR^5, $-S(O_2)R^6$, $-S(O_2)NR^5R^6$, $-NR^5R^6$, $-C(O)NR^5R^6$, CF_3, alkyl, aryl and OCF_3;

R^3 is selected from the group consisting of H, halogen, alkyl, alkynyl, $-C(O)NR^5R^6$, $-C(O)OR^4$, $-NR^5R^6$, cycloalkyl, cycloalkylalkyl, aryl, arylalkyl, heterocyclyl, ~~heterocyclylalkyl~~, heteroaryl, heteroarylalkyl,



wherein each of said alkyl, cycloalkyl, aryl, arylalkyl, heterocyclyl, ~~heterocyclylalkyl~~, heteroaryl and heteroarylalkyl for R^3 and the heterocyclyl moieties whose structures are shown immediately above for R^3 can be substituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF_3, CN, $-OCF_3$, $-(CR^4R^5)_nOR^5$, $-OR^5$, $-NR^5R^6$, $-(CR^4R^5)_nNR^5R^6$, $-C(O_2)R^5$, $-C(O)R^5$, $-C(O)NR^5R^6$, $-SR^6$, $-S(O_2)R^6$, $-S(O_2)NR^5R^6$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^5R^6$;

R^4 is H, halo or alkyl;

R^5 is H or alkyl;

R^6 is selected from the group consisting of H, alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, ~~heterocyclylalkyl~~, heteroaryl, and heteroarylalkyl, wherein each of said alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, ~~heterocyclylalkyl~~, heteroaryl, and heteroarylalkyl can be unsubstituted or optionally substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, ~~heterocyclylalkyl~~, CF_3, OCF_3, CN, $-OR^5$, $-NR^5R^{10}$, $-N(R^5)Boc$, $-(CR^4R^5)_nOR^5$, $-C(O_2)R^5$, $-C(O)R^5$, $-C(O)NR^5R^{10}$, $-SO_3H$, $-SR^{10}$, $-S(O_2)R^7$, $-S(O_2)NR^5R^{10}$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^5R^{10}$;

R^{10} is selected from the group consisting of H, alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, ~~heterocyclylalkyl~~, heteroaryl, and heteroarylalkyl, wherein each of said alkyl, aryl, arylalkyl, cycloalkyl, heterocyclyl, ~~heterocyclylalkyl~~, heteroaryl, and heteroarylalkyl can be unsubstituted or optionally substituted with one or more moieties which can be the same or

different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, ~~heterocyclylalkyl~~, CF_3, OCF_3, CN, $-OR^5$, $-NR^4R^5$, $-N(R^5)Boc$, $-(CR^4R^5)_nOR^5$, $-C(O_2)R^6$, $-C(O)NR^4R^5$, $-C(O)R^5$, $-SO_3H$, $-SR^5$, $-S(O_2)R^7$, $-S(O_2)NR^4R^5$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$ and $-N(R^5)C(O)NR^4R^5$;

or optionally (i) R^5 and R^{10} in the moiety $-NR^5R^{10}$, or (ii) R^5 and R^6 in the moiety $-NR^5R^6$, may be joined together to form a cycloalkyl or heterocyclyl moiety, with each of said cycloalkyl or heterocyclyl moiety being unsubstituted or optionally independently being substituted with one or more R^9 groups;

R^7 is selected from the group consisting of alkyl, cycloalkyl, aryl, heteroaryl, arylalkyl and heteroarylalkyl, wherein each of said alkyl, cycloalkyl, heteroarylalkyl, aryl, heteroaryl and arylalkyl can be unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, alkyl, aryl, cycloalkyl, CF_3, OCF_3, CN, $-OR^5$, $-NR^5R^{10}$, $-CH_2OR^5$, $-C(O_2)R^5$, $-C(O)NR^5R^{10}$, $-C(O)R^5$, $-SR^{10}$, $-S(O_2)R^{10}$, $-S(O_2)NR^5R^{10}$, $-N(R^5)S(O_2)R^{10}$, $-N(R^5)C(O)R^{10}$ and $-N(R^5)C(O)NR^5R^{10}$;

R^8 is selected from the group consisting of R^6, $-C(O)NR^5R^{10}$, $-S(O_2)NR^5R^{10}$, $-C(O)R^7$and $-S(O_2)R^7$;

R^9 is selected from the group consisting of halogen, CN, $-NR^5R^{10}$, $-C(O_2)R^6$, $-C(O)NR^5R^{10}$, $-OR^6$, $-SR^6$, $-S(O_2)R^7$, $-S(O_2)NR^5R^{10}$, $-N(R^5)S(O_2)R^7$, $-N(R^5)C(O)R^7$and $-N(R^5)C(O)NR^5R^{10}$;

m is 0 to 4, and

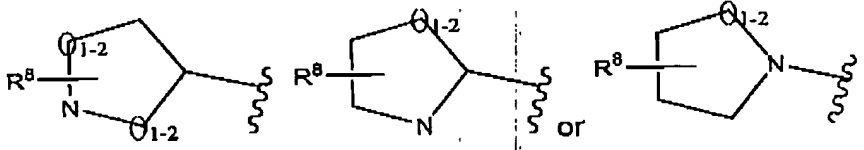
n is 1 to 4.

Claim 2 (currently amended): The compound of claim 1, wherein R^6 is H and R^7 is unsubstituted aryl, unsubstituted heteroaryl, aryl substituted with 1-3 moieties (which moieties can be the same or different with each moiety being independently selected from the group consisting of phenyl, pyridyl, thiophenyl, halogen, cyano, $-OR^5$, $-S(O_2)R^6$, CF_3, alkyl and $-OCF_3$), and heteroaryl substituted with 1-3 moieties aryl fused with an aryl or heteroaryl group (which aryl or heteroaryl may be unsubstituted or optionally substituted with 1-3 moieties which moieties can be the same or different with each

moiety being independently selected from the group consisting of phenyl, pyridyl, thiophenyl, furanyl and thiazolyl, halogen, cyano, $-OR^5$, $-SR^5$, $-S(O_2)R^6$, $-S(O_2)NR^5R^6$, $-NR^5R^6$, $-C(O)NR^5R^6$, CF_3, alkyl and $-OCF_3$);

R^2 is halogen, CF_3, CN, lower alkyl, $-CH_2-OR^6$, $-OR^6$, cycloalkyl, aryl or heteroaryl; and

R^3 is H, halogen, lower alkyl, aryl, heteroaryl, $-C(O)OR^4$, cycloalkyl, $-NR^5R^6$, ~~heterocyclylalkyl~~,

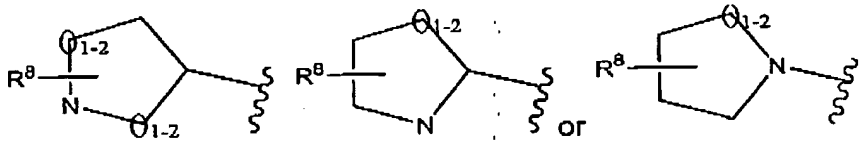


wherein each of said alkyl, aryl, heteroaryl, heterocyclyl and cycloalkyl for R^3 are unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, CF_3, OCF_3, lower alkyl, CN and OR^5.

Claim 3 (currently amended): The compound of claim 1, wherein R^{10} is H and R^7 is unsubstituted aryl, unsubstituted heteroaryl, aryl substituted with 1-3 moieties (which moieties can be the same or different with each moiety being independently selected from the group consisting of phenyl, pyridyl, thiophenyl, halogen, cyano, $-OR^5$, $-S(O_2)R^6$, CF_3, alkyl and $-OCF_3$), and heteroaryl substituted with 1-3 moieties aryl fused with an aryl or heteroaryl group (which aryl or heteroaryl may be unsubstituted or optionally substituted with 1-3 moieties which moieties can be the same or different with each moiety being independently selected from the group consisting of phenyl, pyridyl, thiophenyl, furanyl and thiazolyl, halogen, cyano, $-OR^5$, $-SR^5$, $-S(O_2)R^6$, $-S(O_2)NR^5R^6$, $-NR^5R^6$, $-C(O)NR^5R^6$, CF_3, alkyl and $-OCF_3$);

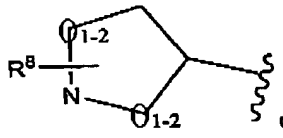
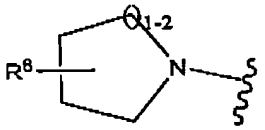
R^2 is halogen, CF_3, CN, lower alkyl, $-CH_2-OR^6$, $-OR^6$, cycloalkyl, aryl or heteroaryl; and

R^3 is H, halogen, lower alkyl, aryl, heteroaryl, $-C(O)OR^4$, cycloalkyl, $-NR^5R^6$, ~~heterocyclylalkyl~~, cycloalkylalkyl,



wherein each of said alkyl, aryl, heteroaryl, heterocyclyl and cycloalkyl for R^3 are unsubstituted or optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, CF_3, OCF_3, lower alkyl, CN and OR^5.

Claim 4 (original): The compound of claim 2, wherein R^2 is halogen, $-CH_2OR^6$, CN, CF_3, lower alkyl, cyclopropyl, $C(O)OR^6$, $-OR^6$, or aryl.

Claim 5 (original): The compound of claim 2, wherein R^3 is H, lower alkyl, cycloalkyl, $-C(O)OR^4$, aryl, heteroaryl, cycloalkylalkyl,  or  .

wherein each of said alkyl, aryl, cycloalkyl, heteroaryl, and the heterocyclyl moieties shown above for R^3 are optionally independently substituted with one or more moieties which can be the same or different, each moiety being independently selected from the group consisting of halogen, CF_3, lower alkyl, OMe, aryl, cyclopropyl, and CN.

Claim 6 (original): The compound of claim 2, wherein R^4 is H.

Claim 7 (original): The compound of claim 2, wherein R^5 is H.

Claim 8 (original): The compound of claim 2, wherein R^6 is H and R^7 is unsubstituted aryl.

Claim 9 (original): The compound of claim 2, wherein R^6 is H and R^7 is unsubstituted heteroaryl.

Claim 10 (original): The compound of claim 9, wherein R^7 is 4-pyridyl.

Claim 11 (original): The compound of claim 2, wherein R^7 is 4-pyridyl-N-oxide.

Claim 12 (original): The compound of claim 2, wherein R^7 is 4-pyridyl and Q is $-SO_2-NHR^7$.

Claim 13 (original): The compound of claim 2, wherein R^7 is 4-pyridyl-N-oxide and Q is $-C(O)-NHR^7-$.

Claim 14 (original): The compound of claim 3, wherein said R^2 is Br.

Claim 15 (original): The compound of claim 3, wherein said R^2 is Cl.

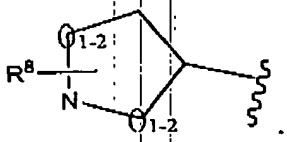
Claim 16 (original): The compound of claim 3, wherein R^2 is isopropyl or ethyl.

Claim 17 (original): The compound of claim 3, wherein R^2 is $-CH_2OH$ or $-CH_2OCH_3$.

Claim 18 (original): The compound of claim 3, wherein R^2 is cyclopropyl.

Claim 19 (original): The compound of claim 3, wherein R^2 is CN.

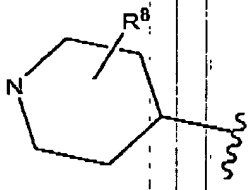
Claim 20 (original): The compound of claim 5, wherein R^3 is lower alkyl,



cycloalkyl, cycloalkylalkyl, aryl or

Claim 21 (original): The compound of claim 20, wherein R^3 is isopropyl.

Claim 22 (original): The compound of claim 20, wherein R^3 is:

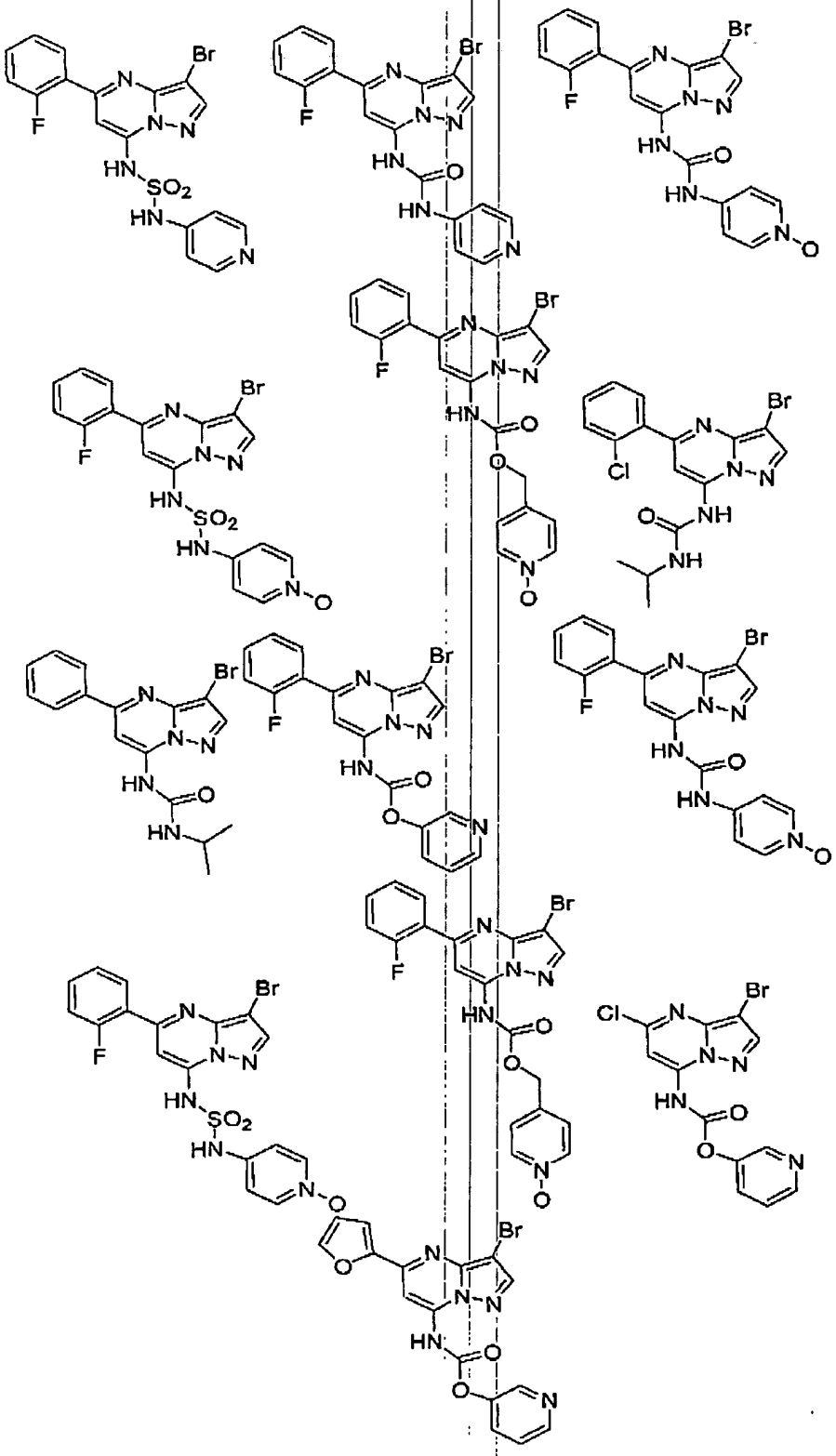


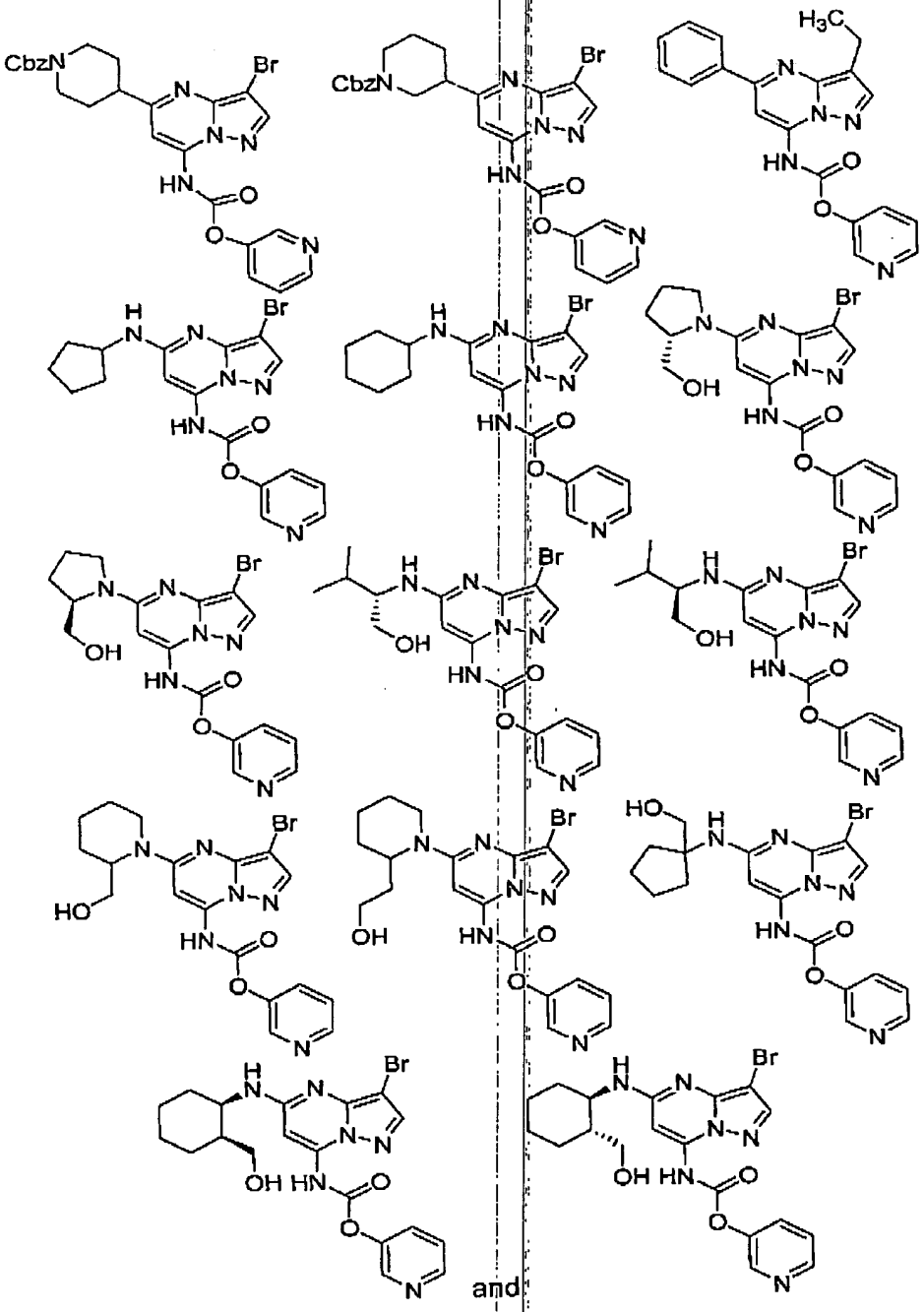
Claim 23 (original): The compound of claim 20, wherein R^3 is unsubstituted phenyl.

Claim 24 (original): The compound of claim 5, wherein R^8 is $-(CH_2)_nOH$ or $-(CH_2)_nOCH_3$, where n is 1 or 2.

Claim 25 (original): The compound of claim 20, wherein R^3 is a phenyl substituted with one or moieties selected from the group consisting of F, Br, Cl, lower alkyl, alkoxy and CF_3.

Claim 26 (previously presented): A compound selected from the group consisting of:



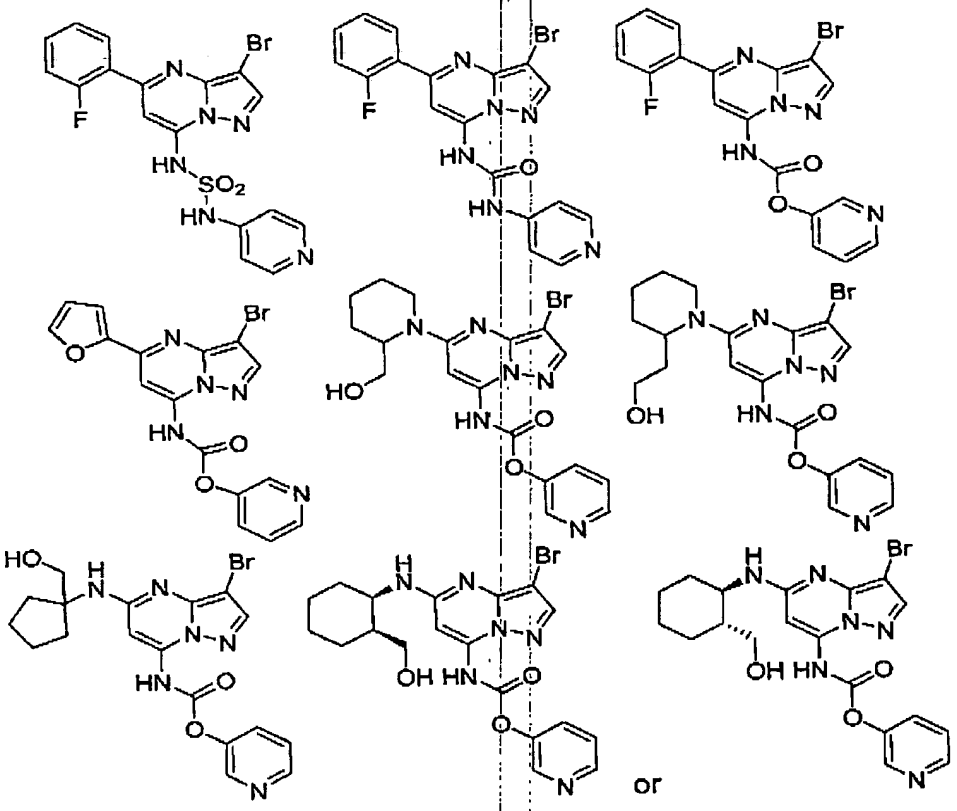


and

or a pharmaceutically acceptable salt thereof.

Claim 27 (previously presented): A compound of the formula:

10



or a pharmaceutically acceptable salt thereof.

Claim 28-34: Cancelled.

Claim 35 (currently amended): A pharmaceutical composition comprising ~~a therapeutically effective amount of~~ at least one compound of claim 1 in combination with at least one pharmaceutically acceptable carrier.

Claim 36 (original): The pharmaceutical composition of claim 35, additionally comprising one or more anti-cancer agents selected from the group consisting of cytostatic agent, cisplatin, doxorubicin, taxotere, taxol, etoposide, CPT-11, irinotecan, camptostar, topotecan, paclitaxel, docetaxel, epothilones, tamoxifen, 5-fluorouracil, methoxtrexate, 5-fluorouracil, temozolomide, cyclophosphamide, 4-[2-[4-[(11R)-3,10-dibromo-8-chloro-6,11-dihydro-5H-benzo[5,6]cyclohepta[1,2-b]pyridin-11-yl-]-1-piperidinyl]-2-oxoehtyl]-1-piperidinecarboxamide, Zarnestra® (tipifamib), L778,123 (a farnesyl protein transferase inhibitor), BMS 214662 (a farnesyl protein transferase inhibitor), Iressa, Tarceva, antibodies to EGFR, Gleevec, intron, ara-C, adriamycin,

cytoxan, gemcitabine, Uracil mustard, Chlormethine, Ifosfamide, Melphalan, Chlorambucil, Pipobroman, Triethylenemelamine, Triethylenethiophosphoramine, Busulfan, Carmustine, Lomustine, Streptozocin, Dacarbazine, Floxuridine, Cytarabine, 6-Mercaptopurine, 6-Thioguanine, Fludarabine phosphate, Pentostatine, Vinblastine, Vincristine, Vindesine, Bleomycin, Dactinomycin, Daunorubicin, Doxorubicin, Epirubicin, Idarubicin, Mithramycin, Deoxycoformycin, Mitomycin-C, L-Asparaginase, Teniposide 17α-Ethinylestradiol, Diethylstilbestrol, Testosterone, Prednisone, Fluoxymesterone, Dromostanolone propionate, Testolactone, Megestrolacetate, Methylprednisolone, Methyltestosterone, Prednisolone, Triamcinolone, Chlorotrianisene, Hydroxyprogesterone, Aminoglutethimide, Estramustine, Medroxyprogesteroneacetate, Leuprolide, Flutamide, Toremifene, goserelin, Cisplatin, Carboplatin, Hydroxyurea, Amsacrine, Procarbazine, Mitotane, Mitoxantrone, Levamisole, Navelbene, Anastrazole, Letrazole, Capecitabine, Reloxafine, Droloxafine, or Hexamethylmelamine.

Claim 37 (original): A compound of claim 1, in isolated and purified form.

Claim 38-42: Cancelled.